

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                    |                          |
|------------------------------------|--------------------------|
| -----                              | X                        |
|                                    | :                        |
| In re:                             | : Chapter 11 Case No.:   |
|                                    | :                        |
| MOTORS LIQUIDATION COMPANY, et al. | : 09-50026 (REG)         |
| f/k/a General Motors Corp., et al. | :                        |
|                                    | :                        |
| Debtors.                           | : (Jointly Administered) |
|                                    | :                        |
| -----                              | X                        |

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION  
OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS THE  
COMMITTEE'S DELAWARE LOCAL COUNSEL  
NUNC PRO TUNC TO NOVEMBER 16, 2010**

Upon the Application of the Official Committee of Unsecured Creditors of Motors Liquidation Company for Entry of an Order Authorizing the Employment and Retention of Morris, Nichols, Arsht & Tunnell LLP ("**Morris Nichols**") as the Committee's Delaware Local Counsel *Nunc Pro Tunc* to November 16, 2010 (the "**Application**"); and upon the Declaration of Gregory W. Werkheiser (the "**Werkheiser Declaration**"), a member of Morris Nichols in support of the Application; and the Court being satisfied, based on the representations made in the Application and the Werkheiser Declaration, that Morris Nichols neither represents nor holds any interest adverse to the Debtors and their estates with respect to the services described in the Application; that its employment is necessary and in the best interests of the Committee and the Debtors' estates; and sufficient cause appearing therefor, it is hereby

1. ORDERED that the Application is granted; and it is further
2. ORDERED that, in accordance with sections 328 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, the Committee is authorized to retain and employ Morris Nichols as its local counsel for the purpose of providing legal services with respect to the

matters described in the Application and in accordance with the terms specified in the Application, *nunc pro tunc* to November 16, 2010; and it is further

3. ORDERED that Morris Nichols shall be compensated in such amounts as may be allowed by the Court upon the filing of appropriate applications for allowance of interim or final compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures has have been or may be established by order of this Court.

Dated: February 16, 2011  
New York, New York

s/ Robert E. Gerber  
Honorable Robert E. Gerber  
United States Bankruptcy Judge